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**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF NEW JERSEY**

In re:

POWIN, LLC, *et al.*,¹

Debtors.

Chapter 11

Case No. 25-16137 (MBK)

(Jointly Administered)

**JOINDER OF HONEYWELL INTERNATIONAL INC. TO
(A) EMERGENCY MOTION OF LICENSEES FOR
ENTRY OF AN ORDER (I) COMPELLING THE DEBTORS TO
COMPLY WITH SECTION 365(N)(4) OF THE BANKRUPTCY CODE,
(II) GRANTING ADEQUATE PROTECTION UNDER SECTION 363(E) OF
THE BANKRUPTCY CODE, AND (III) GRANTING OTHER APPROPRIATE RELIEF;
AND MITSUBISHI POWER AMERICAS, INC. AND PREVALON ENERGY LLC'S
LIMITED OBJECTION AND RESERVATION OF RIGHTS TO THE OMNIBUS
MOTION OF THE DEBTORS FOR ENTRY OF AN ORDER (I) AUTHORIZING THE
REJECTION OF LEGACY CUSTOMER CONTRACTS AND (II) GRANTING
RELATED RELIEF AND RESERVING ALL RIGHTS UNDER THE AGREEMENTS
AND WITH REGARD TO THE PROJECTS AND THE BANKRUPTCY CODE,
INCLUDING, BUT NOT LIMITED TO, § 365(n)**

Honeywell International Inc. ("Honeywell"), by and through its undersigned counsel, hereby files this joinder (the "Joinder") to the *Emergency Motion of Licensees for Entry of an Order (I) Compelling the Debtors to Comply with Section 365(n)(4) of the Bankruptcy*

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: (i) Powin Project LLC [1583]; (ii) Powin, LLC [0504]; (iii) PEOS Holdings, LLC [5476]; (iv) Powin China Holdings 1, LLC [1422]; (v) Powin China Holdings 2, LLC [9713]; (vi) Charger Holdings, LLC [5241]; (vii) Powin Energy Ontario Storage, LLC [8348]; (viii) Powin Energy Operating Holdings, LLC [2495]; and (ix) Powin Energy Operating, LLC [6487]. The Debtors' mailing address is 20550 SW 115th Avenue Tualatin, OR 97062.

Code, (II) Granting Adequate Protection Under Section 363(e) of the Bankruptcy Code, and (III) Granting Other Appropriate Relief [Docket No. 117] (the “Motion to Compel”)² filed by the Licensees named therein (the “Moving Licensees”); and the *Limited Objection and Reservation of Rights to the Omnibus Motion of the Debtors for Entry of an Order (I) Authorizing the Rejection of Legacy Customer Contracts and (II) Granting Related Relief* [Docket No. 288] (the “Objection”) filed by Mitsubishi Power Americas, Inc. and Prevalon Energy LLC (the “Objecting Parties”). In support of this Joinder, Honeywell respectfully states as follows:

1. On June 17, 2025, the Debtors filed their *Omnibus Motion of the Debtors for Entry of an Order (I) Authorizing the Rejection of Legacy Customer Contracts and (II) Granting Related Relief* [Docket No. 88] (the “Rejection Motion”). The hearing on the Rejection Motion is scheduled for July 15, 2025.

2. Pursuant to the terms of the Rejection Motion, the Debtors seek to reject the executory contracts with Honeywell on the list attached hereto as Exhibit A.³

3. On July 8, 2025, the Objecting Parties filed their *Limited Objection and Reservation of Rights to the Omnibus Motion of the Debtors for Entry of an Order (I) Authorizing the Rejection of Legacy Customer Contracts and (II) Granting Related Relief* [Docket No. 288].

² Capitalized terms used but not defined herein shall have the meaning ascribed to such terms in the Motion to Compel.

³ Honeywell is not aware of any Battery Equipment Supply Agreements (“ESAs”) with the Debtors; however, out of an abundance of caution, these contracts are included in this filing. It is likely that the PSSSA is what Powin is considering an ESA.

4. On June 21, 2025, the Moving Licensees filed the Motion to Compel. The hearing on the Motion to Compel is scheduled for July 15, 2025.

5. Honeywell, by and through certain subsidiaries (together with their affiliates and related entities), develops, owns, and operates certain battery energy storage projects located throughout the United States and Canada (the “Projects”).³

6. Honeywell entered into a Long Term Services Agreement and a Professional Services and Supply Subcontract Agreement (collectively, the “Agreements”) with Powin, as well as related contracts and purchase orders. See Exhibit A.

7. Under the Agreements, Powin granted Honeywell a license to use, inter alia, any of Powin’s intellectual property in and to the technology for certain energy storage system equipment.⁴

8. As set forth in more detail in the Motion to Compel, section 365(n)(4) of the Bankruptcy Code requires that, unless and until a debtor rejects an executory contract under which the debtor is a licensor of intellectual property, the debtor must perform under such contract or provide the licensee thereunder with access to the licensed intellectual property. 11 U.S.C. § 365(n)(4).

9. The Agreements and related contracts are executory contracts that grant Honeywell broad licenses to intellectual property and, therefore, Honeywell is entitled to the protections afforded by section 365(n). Accordingly, by the filing of this pleading and transmittal to the Debtors, Honeywell provides notice of its reservation of rights to elect treatment under § 365(n) of the Bankruptcy Code and its other rights under the Agreements, Projects and otherwise.

⁴ The Agreements and related contracts, by their own terms, are confidential. If necessary, Honeywell can provide the Court and Powin with the Contracts for in camera inspection or via an order to seal.

10. Honeywell also hereby adopts and incorporates by reference to the extent applicable the legal arguments contained in any objections/joinders to the Motion to Compel and the Rejection Motion.

11. For the foregoing reasons, Honeywell respectfully joins in the Motion to Compel and the Objection and any other objections to the Rejection Motion. Honeywell further requests that the Court grant the relief requested therein.

Respectfully submitted,

RABINOWITZ, LUBETKIN & TULLY, LLC
Attorneys for Honeywell International Inc.

By: /s/ Jeffrey A. Cooper
JEFFREY A. COOPER

Dated: July 8, 2025
Livingston, New Jersey

Exhibit A

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| 113 | Honeywell International | Powin, LLC | 08/18/2021 | LTSA (Long Term Service Agreement) | |
| 114 | Honeywell International Inc. / Honeywell Process Solutions | Powin, LLC | 01/11/2019 | ESA (Energy Storage Agreement) | Bruce Power |
| 115 | Honeywell International Inc. / Honeywell Process Solutions | Powin, LLC | 01/18/2019 | ESA (Energy Storage Agreement) | Bruce Power |
| 116 | Honeywell International Inc. | Powin, LLC | 05/01/2020 | Purchase Order | NRStor Enbridge |
| 117 | Honeywell International Inc. | Powin, LLC | 12/20/2019 | ESA (Energy Storage Agreement) | |
| 118 | Honeywell Limited - HPS CA | Powin, LLC | 12/01/2020 | Purchase Order | NRStor Canopy Growth |
| 119 | Honeywell Limited - HPS CA | Powin, LLC | 03/01/2019 | Purchase Order | Bruce Power |
| 120 | Honeywell Limited - HPS CA | Powin, LLC | 09/23/2020 | Purchase Order | Hydro Extrusion |
| 121 | Honeywell Limited - HPS CA | Powin, LLC | 05/01/2020 | Purchase Order | NRStor Malpack 1.1 |
| 122 | Honeywell Limited - HPS CA | Powin, LLC | 05/01/2020 | Purchase Order | NRStor Malpack 1.2 |
| 123 | Honeywell Limited - HPS CA | Powin, LLC | 03/24/2020 | Purchase Order | NRStor Canopy Growth |
| 124 | Honeywell Limited - HPS CA | Powin, LLC | 05/01/2020 | Purchase Order | NRStor Toyota Boshoku |
| 125 | Honeywell Limited - HPS CA | Powin, LLC | 04/18/2020 | Purchase Order | NRStor Pillers waterloo |
| 126 | Honeywell Limited - HPS CA | Powin, LLC | 04/02/2020 | Purchase Order | NRStor Pillers waterloo |
| 127 | Honeywell Limited - HPS CA | Powin, LLC | 04/02/2020 | Purchase Order | NRStor Pillers Brantfordr |
| 128 | Honeywell Limited - HPS CA | Powin, LLC | 04/02/2020 | Purchase Order | NRStor Rich Foods |
| 129 | Honeywell Limited - HPS CA | Powin, LLC | 05/01/2020 | Purchase Order | NRStor Enbridge |
| 130 | Honeywell Limited - HPS CA | Powin, LLC | 04/02/2020 | Purchase Order | NRStor Decast |
| 131 | Honeywell Limited - HPS CA | Powin, LLC | 04/02/2020 | Purchase Order | NRStor Kelloggs |